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The School District of Philadelphia
Office of Family and Community Engagement
440 N. Broad Street, Suite 114
Philadelphia, PA 19130-4015
Email: ask@philasd.org
Tel: (215) 400-4000
Fax: (215) 400-4181

To help us respond in a manner most helpful to you, please indicate the nature of the accessibility problem, the web address of the requested material, your preferred format in which you want to receive the material (electronic format (ASCII, etc.), standard print, large print, etc.), and your contact information (name, email, telephone, and physical mailing address).

THE SCHOOL DISTRICT OF PHILADELPHIA
NOTICE OF REPRESENTATION BY
REGISTERED MUNICIPAL ADVISOR

The School District of Philadelphia (“School District”) provides this Notice of Representation by Registered Municipal Advisor (“Notice of Representation”), pursuant to SEC Rule 15Ba1-1(d)(3)(vi)(B) (the “Rule”), and hereby represents as follows:

1. The School District hereby notifies investment banking firms that it wishes such firms to continue to provide recommendations on the issuance of municipal securities that are particularized to the School District’s specific needs (“Recommendations”).

2. The School District has retained Phoenix Capital Partners, LLP (“School District Financial Advisor”) to, among other things, provide advice to the School District with respect to the issuance of municipal securities, including advice with respect to the structure, timing, terms and other similar matters concerning the issuance of municipal securities.

3. The School District will rely on the advice of the School District Financial Advisor in evaluating any Recommendation that the School District determines to consider with respect to the School District prior to using the Recommendation in a financing transaction. The term “rely on” means that the School District will seek and consider the advice, analysis and perspective of the School District Financial Advisor; “rely on” does not mean that the School District must or will follow the advice of the School District Financial Advisor. In the event that the School District wishes to further evaluate underwriter proposals, pitch books or ideas, the School District will forward proposals, pitch books and ideas presented by underwriters to the School District Financial Advisor for review. Unless expressly requested by the School District, underwriters are not required to send proposals, pitch books or ideas that are being presented to the School District to the School District’s Financial Advisor. The School District’s Financial Advisor must be directed to review materials by its client the School District, and not by underwriters.

4. The School District Financial Advisor has represented to the School District that it is registered as a municipal advisor with the Securities and Exchange Commission and the Municipal Securities Rulemaking Board.

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5. The lead individuals of the School District's Financial Advisor who will advise the School District concerning Recommendations are set forth below:

Phoenix Capital Partners, LLP
1528 Walnut Street, Suite 703
Philadelphia PA 19102
Phone: (215) 568-9921
Fax: (215) 568-9967

Contract expires: July 31, 2016

Contact Names and Titles:

Andre Allen, Principal
E-mail: aallen@phoenix-capital-partners.com

6. By publicly posting this Notice of Representation, the School District intends that market participants receive and use it for purposes of the Rule's independent registered municipal advisor exemption.

August 3, 2015

THE SCHOOL DISTRICT OF PHILADELPHIA

By: _____
Name: FRANCES BURNS
Title: COO/Executive Sponsor, Finance